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ABSTRACT

The responsibilities and structure of the college governing board's nominating committee are discussed. Five responsibilities are addressed: helping the board determine its composition in terms of influence, diversity, and talents; maintaining a viable list of candidates and cultivating top prospects; overseeing the orientation and deployment of new board members; reviewing the performance of incumbent trustees and overseeing periodic reviews by the board of its own performance; and nominating and reviewing board officers' performance annually. Usually a nominating committee should have seven to nine members, depending on the board's size. Because of the need for fund raising, various business and financial communities should especially be represented by appropriate trustees. Working procedures and points of discussion that should be covered by the committee are identified. A sample bylaw provision for the nominating committee is included, along with a form for profiling the committee, including age groups, sex, race, areas of expertise, geographical distribution, connections with the college, financial status (salaried/nonsalaried), and length of service. A short list of resources and other titles in the standing committee series are included. (SW)

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Nominating Committee

Robert L. Gale

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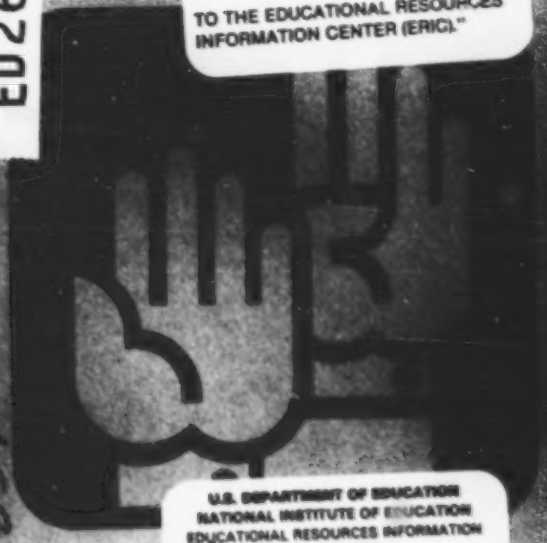

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AGB Standing Committee Series

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Foreword

This publication is part of an ABG series devoted to strengthening the role of key standing committees of boards of trustees and regents. Several assumptions underpin the series:

The real work of boards should be accomplished in committee. An effective committee system will enhance the productivity of full board meetings.

The committee structure of any board should mirror the full range of its responsibilities as a legal, corporate entity. That is, the committee organization should cover the overseeing roles trustees are expected to fulfill.

Although there is no optimum committee system, certain principles and procedural matters should prevail: A clear and comprehensive statement of responsibility for each standing committee should appear in the board's bylaws or other operating policy manual. Each committee should be staffed by an appropriate administrative officer with a trustee or regent as chairperson. No trustee should serve on more than two active committees, preferably only one—not including an executive committee membership. Crisp, well-conceived meeting agendas together with background information bearing on the agenda should be provided each member in advance of scheduled meetings. The committee's chairperson and staff should work together to ensure that adequate information is prepared to support the business at hand.

Committees have the responsibility of *recommending* decisions and courses of action to the full board.

As committee members seek more and more useful information in their areas

of responsibility, it is important that a balance be struck between "too much" and "too little." To avoid even the appearance of becoming embroiled in administration, it is incumbent on the committee to be reasonable and judicious in not requesting information that might be too detailed. Perhaps all such requests should require an affirmative response to the question: Does this request carry out the committee's and the board's responsibilities for reviewing, setting, or approving institutional policies?

The AGB Standing Committee Series includes a separate publication for each of the following committees: Buildings and Grounds, Academic Affairs, Student Affairs, Budget and Finance, Development, Nominating, and Executive. Other committees will be added to the series in due course. The authors of these publications strive to stimulate committee members' resolve that their collective work will reflect favorably on the board's performance as a whole. They share the conviction that committees should, together with their chief executive, set aside time to reflect on their responsibilities, staff requirements, meeting agendas, and follow-up.

The intent of this new series is to provide informed perspectives from individuals who are knowledgeable about trusteeship and institutional governance. Their views are their own, however, and should not be construed to be official AGB positions, policies, or prescriptions.

AGB and the authors welcome comments and suggestions for improving this publication and the others in the series.

This publication was made possible in part by a grant from the Frost Foundation.

Nominating Committee

Robert L. Gale has been president of the Association of Governing Boards of Universities and Colleges since 1974. For seven years before that, he was president of Gale Associates, an educational consulting firm. He is a former director of public affairs of both the Equal Employment Opportunity Commission and the Peace Corps, and was vice president of Carleton College (Minnesota) from 1957-1963. He serves as a trustee on many not-for-profit boards, including Carleton College, The Common Fund, the Washington Urban League, and CARE, Inc.

Nominating Committee

No standing committee is more important to a board's long-term effectiveness than the Nominating Committee. The fact that more and more frequently it is called by other names such as the Committee on Trustees, the Committee on Board Membership, or the Committee on Board Development testifies to its broader and more significant functions in recent years.

In far too many cases, the strongest board members are asked to serve on committees such as Finance, Development, or Academic Affairs, while service on the Nominating Committee is given second or third priority. Nothing could be a bigger mistake, since it is the Nominating Committee that determines whether the board's composition will match the board's considerable responsibilities. Only the most able, influential board leaders will have the capability to identify, cultivate, and enlist the kind of people needed to guide a college or university through the last half of the 1980s.

Committee Charge

The charge to this committee should be comprehensive and complete, including at least five responsibilities designated clearly in writing in the bylaws or separately:

1. To help the board determine desired board composition in terms of influence, diversity, and talents;

2. To populate the board with able, dedicated trustees by maintaining a viable list of candidates and by cultivating top prospects;

3. To oversee the orientation and deployment of new board members;

4. To review the performance of incumbent trustees, particularly those up for reelection, and to oversee periodic reviews by the board of its own performance;

5. To nominate and review the performance of board officers annually.

Committee Structure

Ordinarily, a Nominating Committee should have seven to nine members depending on the board's size. The committee should be selected carefully by the board chairperson in close consultation with the president. Because of the great need for fund raising, the various business and financial communities should especially be represented by appropriate trustees. Special care must be given to selection of the Nominating Committee chairperson, ideally one of the most respected, dedicated, and thoughtful board members; very often the committee chairperson's competence will be the decisive factor affecting future composition of the board.

Other committee members ought to have demonstrated distinctive service to the institution and have accessibility to good trustee prospects. Continuity on the committee also is important for ready access to institutional "memory" in discussions.

As suggested earlier, the Nominating Committee needs a clear statement of purpose in the bylaws or other policy document. The following bylaw provision is illustrative:

Nominating Committee. *The Nominating Committee shall have* ____

members. It shall present the Board of Trustees nominations for trustees to be elected by the Board, and for Chair, Vice Chair(s), and Secretary. It also shall nominate ____ at-large member(s) of the Board of Trustees to serve on the Executive Committee for one-year terms. The Committee shall furnish information relating to the background and qualifications of all such nominees at least two weeks prior to the Board meeting at which an election or appointment is scheduled to take place.

The Committee shall maintain a current profile of the Board's membership composition to guide the selection process. It shall annually review the performance of incumbent trustees and board officers who are eligible for reelection, and it shall develop and help administer a program of orientation with the President for newly elected Trustees. The committee shall also, subject to the requirements as set forth in these bylaws, nominate Trustees Emeriti. It shall encourage periodic programs of in-service education for the Board. The Nominating Committee shall report to the Board at the annual meeting and otherwise as circumstances dictate.

In addition, even a good Nominating Committee with well-defined duties will not operate satisfactorily unless a clear set of written practices is adopted separately from the bylaws, including:

1. The minimum number of meetings to be held each year.
2. The process by which nominees are solicited.
3. The method of checking qualifications of prospective trustees.
4. The manner in which recommendations are brought to the full board.
5. The manner in which nominees are enlisted to serve on the board.

6. The process by which newly elected board members are oriented.

Finally, select an appropriate staff person, quite possibly the vice president for development or even the president, to service the committee. In any event, the president must be included in all meetings, and his or her views always solicited. It also is good practice for the board chairperson to serve as an ex-officio member of the committee.

Responsibilities

Obviously, the one overarching responsibility of a Nominating Committee is to build the best board possible for that particular institution. This responsibility can be best achieved by successfully addressing each of the following functions:

1. Determining Board Composition

The first responsibility of a Nominating Committee is to decide the ideal composition of the board. Without determining this, it is impossible to make individual decisions on nominees to put forward to the board for election. The chart on pages 6-7 might be a good place to start.

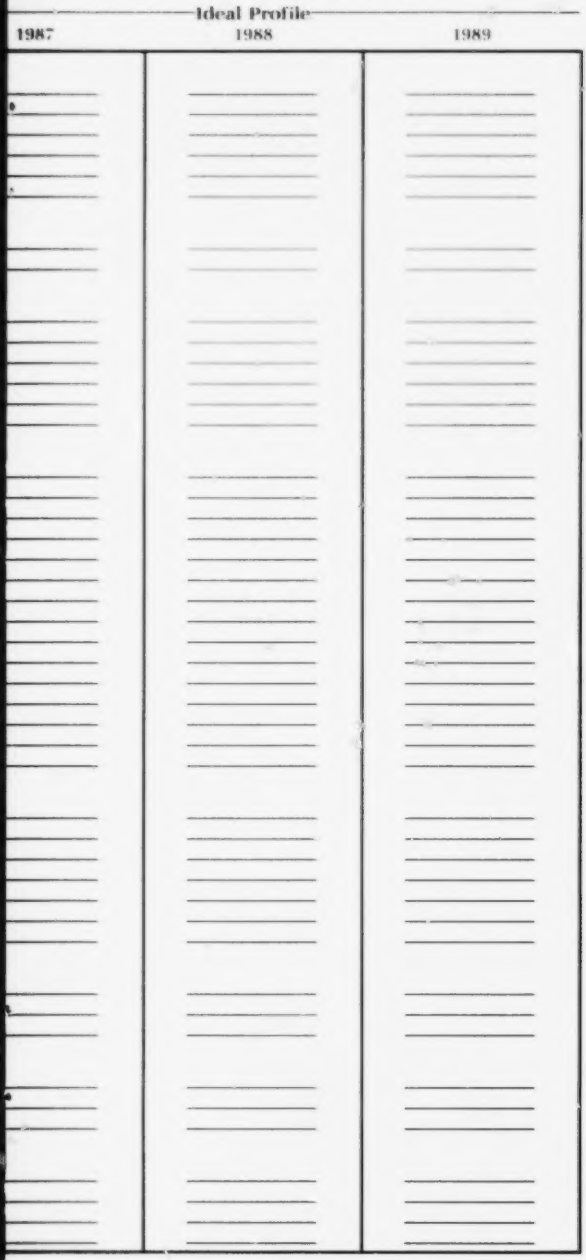
The committee should fill in on the chart an ideal board profile for its institution. Then, beside these figures, the current board composition should be listed. From this matchup, priorities can be decided and long-range goals adopted for changes in the board makeup.

In determining an ideal board profile, it is vitally important to look at the particular and current needs of the college or university. For example, most institutions need more fund-raising help

Nominating Committee Board
College," Winnetka, Illinois

Categories	Current Profile 1986	
Age		
70 and over		
60-69		
50-59		
40-49		
30-39		
Under 30		
Sex		
Female		
Male		
Race		
White		
Black		
Hispanic		
Asian		
Native American		
Other		
Area of Expertise		
Administration		
Agriculture		
Business		
Education		
Finance		
Fund Raising		
Government		
Health Medical		
Legal		
Marketing		
Physical Plant		
Public Policy		
Public Relations		
Religion		
Other		
Geographical Distribution		
Winnetka		
Chicago Area		
Milwaukee		
Midwest		
East		
West		
South		
College Relationship		
Alumni		
Parents		
Other		
Financial Position		
Independent		
Salaried		
Other		
Length of Service		
Over 10 years		
5-10 years		
2-5 years		
one year or less		

Profile for Mythical "National



from their board members than they currently get; others might be moving into a building program or need someone with legal experience. This is the time to determine what other constituent groups should be represented on the board including, for example, members of church groups. Frequently, these positions are mandated by the charter or bylaws, but such provisions should be reviewed with the appropriate authority as necessary.

2. Identifying Prospects

Once needs are identified, the committee's prime responsibility is to locate prospects to fill those needs. The committee should invite suggestions from appropriate constituencies and especially solicit ideas from other members of the board. Certain staff members, such as development and academic officers, can aid in the identification of candidates who could help, for example, with public relations, fund raising, and academic program priorities. The Nominating Committee should be aware, however, that *it* will have to identify the vast majority of prospective nominees.

3. Cultivating Prospects

Once prospects are identified, a decision must be made about those who need cultivation and those who already are involved enough in the institution to be asked to become board members at the appropriate time. Cultivation of particularly strong candidates might take a year or two and could include invitations to the campus for special events, visits by the president, social engagements with certain board members, and the like.

4. Enlisting New Board Members

Once the decision is made to approach

a specific prospect, it becomes the responsibility of the Nominating Committee to oversee enlistment procedures. Many good prospects are lost because they are not approached properly; it is vital that the method of enlistment for each candidate be discussed in advance. If at all possible, the approach should be made in person, and generally two people can do a better job than one can. This team might consist of the president and the chairperson of the board, or the president and chairperson of the Nominating Committee. The fact that a board member has made time for such an activity is at least flattering to the prospective trustee and makes it more difficult for that person to decline the invitation.

5. Orienting New Board Members

One of the committee's duties is ensuring that an orientation procedure is in place so that all new trustees receive early and adequate education about the institution and their duties as trustees. Such orientation may be carried out by staff, but the procedure should be overseen by the committee and involve board members whenever possible.

6. Deploying New Board Members

The deployment of new trustees is a frequently overlooked responsibility. It is essential that new trustees immediately perceive themselves as part of the board and that they be put on appropriate committees. Sometimes an ad hoc committee assignment can get new trustees involved quickly with the institution. Give careful thought to special initiatives along these and other lines for each new trustee in light of his or her interests and skills.

7. Monitoring Board and Officer Performance

Another key responsibility of the Nominating Committee is to monitor and work to improve the performance of individual board members, board officers, and the board as a whole. This could include in-service development retreats and self-studies, attendance at professional meetings, and talks with individuals about their performance. Allocate adequate funding so board improvement and development can be a continuing process. Part of this responsibility is the need to develop guidelines for dealing with ineffectual or uninterested trustees—including termination procedures. It is essential that this committee take seriously its responsibility to stimulate trustee participation and to terminate the service of those who fail to respond.

8. Recognizing Exceptional Trustee Service

Exceptional service deserves notice. The Nominating Committee should keep this in mind and implement appropriate ways of recognizing those who perform beyond the call of duty. Tasteful acknowledgement before the campus community reminds everyone, including the board itself, that trusteeship *is* important to the institution's future—and is appreciated.

More detailed descriptions of how to carry out these eight responsibilities are included in another AGB publication, *Building a More Effective Board* (see Resources on pages 13-14).

Agenda

It is important that an agenda be developed and distributed in advance of

each meeting along with any necessary background material. The agenda probably should be drafted by the staff liaison in close consultation with the president and committee chairperson. When a final agenda is approved by the committee chairperson, it should be sent to other committee members.

The Nominating Committee should function consistently with its adopted list of procedures within the confines of its charge. If such principles of operation have not been developed, discuss such procedures in committee meetings. Guidelines might include the following areas:

- *Qualifications and criteria for board membership.*
- *A rotation plan for board membership and for officers.*
- *A statement of trustee responsibilities to be used in recruitment and self-assessment.*
- *A board profile as it exists at the current time, and an ideal board profile to serve as a goal in future years. (See earlier section for an example of a board profile.)*
- *The method and time schedule for informing the full board of nominees to be considered in advance of elections.*

Once working procedures have been established, make sure the committee agenda routinely includes the following points of discussion:

- *A summary update by the president.*
- *A discussion of short-term and long-term board needs.*
- *A review of current prospects being considered or cultivated.*
- *A discussion of the strategy for filling immediate needs. (Matching the current prospect list with immediate needs and deciding upon next moves; a plan for eliciting other names; other suggestions from committee members.)*

As other issues come along, they of course should be included on meeting agendas.

At least once a year, perhaps just before the board's annual meeting, schedule a special Nominating Committee meeting that includes a performance review of the previous year. Issues such as the following might be added to that particular agenda:

- *A review of the performance of individuals eligible for reelection, with decisions as to who should and who should not be renominated.*
- *A review of the performance of the officers of the board with recommendations for next year.*
- *A review of the performance of the board as a whole, with recommendations as to how it can function more effectively. This might include a look at how the committees are functioning and how they might be improved, suggestions for consultations with individual board members, the possibility of a board retreat, or recommendations that especially new members might attend professional meetings.*

As difficult as it is to do, the committee must remain conscious of needs throughout the year, not just before the annual meeting when nominations have to be made. Once again, this can be done best by holding regularly scheduled meetings, with agendas set in advance, and with the help of good staffing.

Conclusion

There are two vital ingredients in building a strong board of trustees—selecting good people and educating them early and well. No amount of orientation or stimulation can make an

outstanding board out of a group of poorly selected persons. Conversely, outstanding prospects may be wasted if they are not motivated properly and informed of their responsibilities. It is the role of the Nominating Committee to carry out both tasks.

Obviously, the mission, direction, and needs of the institution strongly influence trustee selection. The president and board should examine these concerns together. The board and the president of an independent institution, once they agree on the fundamentals of their joint enterprise, can move to the Nominating Committee stage and begin consideration of board composition. In so doing, they may proceed in four steps:

1. Decide what specific skills are needed on the board;
2. Establish a search and recruitment procedure.
3. Establish an orientation procedure.
4. Establish a procedure for terminating service of nonproductive board members.

These responsibilities clearly show that no committee is more important to the future of an institution than is the Nominating Committee. If it does its job well, the board's leadership role is strengthened and the opportunities for institutional advancement are improved.

Resources

Axelrod, Nancy R. *A Guide for New Trustees.* AGB Pocket Publications, no. 9. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1977.

Gale, Robert L. *Building a More Effective Board.* AGB Pocket Publications, no. 10. Washington, D.C.: Association of

Governing Boards of Universities and Colleges, 1984.

Ingram, Richard T. and Associates. *Handbook of College and University Trusteeship.* San Francisco: Jossey-Bass Publishers, 1980.

Ingram, Richard T. *Trustee Orientation and Development Programs.* AGB Pocket Publications, no. 2. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1984.

Nason, John W. *The Nature of Trusteeship.* Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1980.

Nason, John W. *Trustee Responsibilities.* AGB Pocket Publications, no. 1. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1980.

National Commission on College and University Trustee Selection. *Recommendations for Improving Trustee Selection in Private Colleges and Universities.* Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1980.

National Commission on College and University Trustee Selection. *Recommendations for Improving Trustee Selection in Public Colleges and Universities.* Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1980.

Zwingle, J.L. *Effective Trusteeship: Guidelines for Board Members.* 3rd ed. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1984.

In addition, numerous articles from AGB *Reports* concerning this topic are available upon request from: Linda Henderson, director, Trustee Information Center, AGB, Suite 400, One Dupont Circle, Washington, D.C. 20036. Telephone: 202/296-8400.

AGB Standing Committee Series

This is the seventh in a series of publications on key standing committees of the board of trustees. These concise, pocket-size publications are designed to provide important information on committee issues and operations for every member of the board. The titles are:

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Richard P. Chait and Barbara E. Taylor

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William Kinnison

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John W. Pocock

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